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December 23, 2003

**VIA HAND DELIVERY**

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

REC'D  
FCC/MEL 1011  
DEC 23 2003

**Re: In the Matter of the Joint Application of ICG Telecom Group, Inc. and Z-Tel Communications, Inc. for Approval to Transfer Certain Customers**

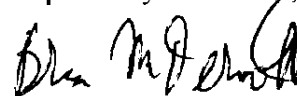
Dear Ms. Dortch:

On behalf of ICG Telecom Group, Inc. ("ICG") and Z-Tel Communications, Inc. ("Z-Tel"), enclosed please find an original and six (6) copies of an application for Commission approval to transfer certain customers of ICG to Z-Tel. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 transfer application and international section 214 transfer application ("Combined Application"). Applicants are simultaneously filing the Combined Application electronically via the International Bureau's Electronic Filing System ("IBFS").

Also enclosed is a completed Fee Remittance Form 159 containing a VISA credit card number and expiration date for payment, in the amount of \$860.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2 b of Section 1.1105 of the Commission's rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please do not hesitate to contact us if you have any questions regarding this filing.

Respectfully submitted,



Tamar E. Finn  
Brian McDermott  
Counsel to Applicants

Enclosure

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

(1) LOCKBOX #  358145		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Swidler Berlin Shereff Friedman, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00	
(4) STREET ADDRESS LINE NO. 1 3000 K Street NW			
(5) STREET ADDRESS LINE NO. 2 Suite 300			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-424-7500		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYFR (FRN) 0004-3539-00		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME IGC Telecom Group, Inc.			
(14) STREET ADDRESS LINE NO. 1 161 Inverness Drive West			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Englewood		(17) STATE CO	(18) ZIP CODE 80112
(19) DAYTIME TELEPHONE NUMBER (include area code) 303-414-5000		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) 0008-1754-73		(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$860.00	(27A) TOTAL FEE \$860.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b> I, <u>Brian McDermott</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Brian McDermott</u>		DATE <u>12/23/03</u>	

Joint Application of )  
 )  
 )  
**ICG Telecom Group, Inc. and** )  
**Z-Tel Communications, Inc.** ) File No. ITC-\_\_\_\_\_  
 )  
 )  
Application for Authority Pursuant to )  
Section 214 of the Communications Act of 1934, ) WCB Docket No. 03-\_\_\_\_\_  
As Amended, to Transfer Certain )  
Customers of ICG Telecom Group, Inc. to )  
Z-Tel Communications, Inc )  
 )

## I. Introduction

Pursuant to the Commission's Order in *In re Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, CC Docket No. 01-150, 17 FCC Rcd 5517, (2002), Applicants understand that asset transfers such as the one described herein are treated as transfers of control requiring approval under the Commission's rules

into an agreement with Z-Tel to transition these customers ("Transfer Customers") to Z-Tel services in order to ensure continuity of service

**A. Request for Expedited Consideration**

The Transaction proposed herein is necessary to ensure that current Transfer Customers will continue to receive uninterrupted service. Applicants emphasize that following the completion of the proposed Transaction, customers of ICG will continue to receive service under the same or better rates, features, terms and conditions of service. In order to complete an orderly transition and the continued provision of high quality competitive telecommunications services, Applicants respectfully request that the Commission act expeditiously to grant the authority requested herein prior to, but no later than, January 23, 2004.

**B. Application Eligible for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, (1) Neither ICG and its affiliates combined nor Z-Tel and its affiliates combined will hold more than a ten percent (10%) share of the interstate, interexchange market, (2) Applicants will provide local exchange service, if at all, only in areas served by dominant local exchange carriers (none of which are parties to the proposed Transaction) and; (3) none of the Applicants or their affiliates are dominant with respect to any service. With respect to international authorizations, none of the Applicants are foreign carriers or affiliated with any foreign carriers, as that term is defined in Section 63.09 of the Commission's Rules, 47 C.F.R. § 63.09, and none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

In support of this Application, Applicants provide the following information:

**II. Description of the Applicants**

**A) ICG Telecom Group, Inc.**

ICG is a communications and information service provider with a nationwide fiber-optic data and voice network. ICG is a Colorado corporation with its principal office located at 161 Inverness Drive West, Englewood, Colorado 80112. The company's managed Network offers numerous points of presence nationwide covering over 4000 rate centers. ICG's service offerings include local and long distance telecommunications services, data services, information services, and other communications solutions. ICG's services are primarily offered to medium to large-sized businesses, Internet service providers ("ISPs"), interexchange carriers, and other telecommunications carriers. ICG is a wholly owned subsidiary of ICG Communications, Inc.

**B) Z-Tel Communications, Inc.**

Z-Tel is a Delaware corporation with its principal place of business in Tampa, Florida that offers local and long distance telecommunications services. Z-Tel was the first national competitive local telephone service provider in the U.S. and currently offers service to residential and business customers in most states. Z-Tel is a Delaware corporation with its principal place of business in Tampa, Florida. Z-Tel is 100% owned by Z-Tel Technologies, Inc., a publicly traded corporation listed on the NASDAQ exchange under the symbol "ZTEL."

**III. Description of the Transaction**

For a variety of business and strategic reasons, ICG has determined to restructure, rationalize and realign its business plan and operations to existing market conditions by decommissioning certain collocation sites serving a small number of its customers. The areas, products, and customers serviced by these sites cannot be economically moved to other ICG

services. As such, ICG has entered into an agreement with Z-Tel to transition these customers to Z-Tel services. With this transition, customers will receive the same or better rates, features, terms and conditions of service, and will continue to enjoy top quality services with performance that meets or exceeds that of the services they currently have. No other ICG services will be affected and ICG will continue operations in all states where they are currently operating. The transaction is designed to streamline the operations of ICG while strengthening Z-Tel's competitive market position.

Z-Tel is extremely well qualified to acquire and serve the Transfer Customers of ICG. Z-Tel's success in developing innovative products and services has translated into impressive growth in recent years, and has created a company that is extremely well-qualified financially to serve ICG's Transfer Customers

Consistent with regulatory carrier change requirements, ICG's Transfer Customers will also be notified of the transfer of their service to Z-Tel and given the opportunity to switch to another service provider without penalty. A copy of that customer notice letter is attached hereto as Exhibit A. Applicants will also maintain a toll free customer service number at (888) 424-4440 to answer customer questions concerning the transaction

#### **IV. Public Interest Considerations**

Applicants respectfully submit that the Transaction serves the public interest. In particular, Applicants submit that the transaction will (1) allow Z-Tel to enhance its competitive position by increasing its customer base, (2) allow ICG to enhance its competitive position by allowing it to streamline its operations; and (3) allow current Transfer Customers of ICG to maintain continuity of service by receiving the same services from Z-Tel at the same or better rates, features, terms and conditions of services that they currently receive from ICG

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**V. Information Required by Section 63.18**

- (a) Name, address and telephone number

Transferors ICG Telecom Group, Inc.  
161 Inverness Drive West  
Englewood, Colorado 80112  
(303) 414-5000

Transferee Z-Tel Communications, Inc.  
601 South Harbour Island Blvd, Suite 220  
Tampa, FL 33602  
(813)-273-6261

- (b) Transferor ICG is a corporation formed under the laws of the State of Colorado

Transferee Z-Tel is a corporation organized under the laws of the State of Delaware.

- (c) Correspondence concerning this Application should be sent to:

Tamar E Finn  
Brian McDermott  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007-5116  
Telephone (202) 424-7500  
Facsimile (202) 424-7645

- (d) Transferor ICG holds global authority to provide facilities-based and resold international services pursuant to Section 214 authority issued by the Commission in File No. ITC-214-19980508-00305 (Old File No ITC-98-347)

Transferee Z-Tel holds global authority to provide international switched services on a facilities-based and resold basis pursuant to Section 214 authority issued by the Commission in File No. ITC-214-19980507-00300 (Old File No. ITC-98-349)

- (e)(4) By this Application, Applicants seek authority to transfer customers described above

- (f) Not applicable.

- (g) Not applicable
- (h) Information concerning the ten percent (10%) or greater shareholders of Transferor is as follows

The following entity owns 100% of ICG:

Name:	ICG Holdings, Inc
Address:	161 Inverness Drive West Englewood, CO 80112
Citizenship	USA
Percentage Owned:	100%
Principal Business:	Telecommunications

The following entity owns 100% of ICG Holdings, Inc.:

Name:	ICG Communications, Inc
Address	161 Inverness Drive West Englewood, CO 80112
Citizenship	USA
Percentage Owned	100%
Principal Business	Telecommunications

The following entity owns a ten percent (10%) or greater interest in ICG Communications:

Name:	W.R. Huff Asset Management Co , LLC
Address	1776 On the Green 67 Park Place Morristown, NJ 07960
Citizenship	USA
Percentage Owned	Approximately 16-19%
Principal Business	Investment Management

Information concerning the ten percent (10%) or greater shareholders of Transferee is as follows.

The following entity owns 100% of Z-Tel:

Name	Z-Tel Technologies, Inc.
Address	601 South Harbour Island Blvd, Suite 220 Tampa, FL 33602
Citizenship	USA

Percentage Owned: 100%  
Principal Business: Telecommunications

The following entities own a ten percent (10%) or greater interest in Z-Tel Technologies, Inc

Name: D. Gregory Smith  
Address: 601 South Harbour Island Blvd, Suite 220  
Tampa, FL 33602  
Citizenship: USA  
Percentage Owned 16.1%  
Principal Business Investments

Name Carol Jane Smith  
Address 601 South Harbour Island Blvd, Suite 220  
Tampa, FL 33602  
Citizenship USA  
Percentage Owned 11%  
Principal Business Investments

Name Brown Brothers Harriman & Co.  
Address 140 Broadway, New York, New York 10005  
Citizenship USA  
Percentage Owned 14.7%  
Principal Business Investments

Neither ICG nor Z-Tel will have any interlocking directorates with a foreign telecommunications carrier

- (i) Applicants certify that they are not foreign carriers and that they are not currently affiliated with any foreign carrier.
- (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where
  - (1) Applicants are a foreign carrier in that country; or
  - (2) Applicants control a foreign carrier in that country; or
  - (3) Any entity that owns more than 25 percent of Applicants, or that controls Applicants, controls a foreign carrier in that country.
  - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Applicants and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

- (k) Not applicable.
- (l) Not applicable
- (m) Not applicable
- (n) Applicants certify that they have not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and will not enter into such agreements in the future.
- (o) Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Sections 63.03(b)(2)(i) and 63.12(a)-(b) of the Commission's Rules. This Application qualifies for streamlined processing because, as set forth above, Applicants and their affiliates will hold less than a ten percent (10%) share of the interstate, interexchange market and none of the Applicants or their affiliates are dominant with respect to any service. Furthermore, Applicants have no affiliation with a foreign carrier, have no affiliation with a dominant U.S. carrier whose international switched or private line services Applicants seek authority to resell, and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of such services.

**VI. Information Required by Section 63.04**

- (1) The names, addresses and telephone numbers of the Applicants:

Transferors                      ICG Telecom Group, Inc  
    161 Inverness Drive West  
    Englewood, Colorado 80112  
    (303) 414-5000

Transferee:                      Z-Tel Communications, Inc.  
    601 South Harbour Island Blvd, Suite 220  
    Tampa, FL 33602  
    (813)-273-6261

- (2) Jurisdiction of organization for each of the Applicants.

Transferor: ICG is a corporation formed under the laws of the State of Colorado.

Transferee: Z-Tel is a corporation organized under the laws of the State of Delaware.

- (3) Correspondence concerning this Application should be sent to:

Tamar E. Finn  
Brian McDermott  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007-5116  
Telephone: (202) 424-7500  
Facsimile: (202) 424-7645

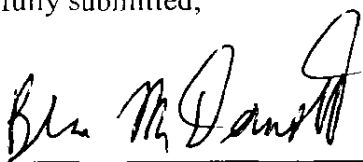
- (4) Complete information concerning the ten percent (10%) or greater shareholders of Applicants are provided in **Section V.(h).** above.
- (5) Applicants' certification is provided in **Section V.(o).** above.
- (6) A description of the Transaction is set forth in **Section III** above.
- (7) Applicants provide local exchange and interexchange services on a nationwide basis
- (8) This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because following the Transaction, Applicants and their affiliates will hold less than a ten percent (10%) share of the interstate, interexchange market and none of the Applicants or their affiliates are dominant with respect to any service
- (9) By separate filing, Applicants will address the Commission's requirements concerning carrier-to-carrier sale of subscriber bases set forth in Commission Rule 47 C.F.R. § 64.1120
- (10) Applicants request expeditious processing of this Application to permit the proposed Transaction to be completed as rapidly as possible.
- (11) By separate filing, Applicants will address the Commission's requirements concerning carrier-to-carrier sale of subscriber bases set forth in Commission Rule 47 C.F.R. § 64.1120

(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV.** above

**VII. Conclusion**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. In light of the need to ensure continuity of service to customers, Applicants respectfully request expeditious consideration of this Application to permit Applicants to consummate the Transaction by January 23, 2004

Respectfully submitted,

By   
Tamar E Finn  
Brian McDermott  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007-5116  
(202) 424-7500 (Tel)  
(202) 424-7645 (Fax)

COUNSEL FOR APPLICANTS

Dated: December 23, 2003

**Exhibit A**

**Customer Notice Letter**

December , 2003

4403 St Clair Partners  
4403 St. Clair Ave.  
Cleveland, OH, 44103

Re: Business Line Service(s) on Account #. 18233

ICG Telecom Group, Inc. ("ICG") recently entered into an agreement with Z-Tel Communications, Inc. ("Z-Tel") in which the business line telephone services you currently receive from ICG will be transferred to Z-Tel. Z-Tel will automatically provide such services to you on or about January 20, 2004. *This transaction will not affect any other service you may have with ICG.* The actual effective date of the business line transfer will depend on when we receive the appropriate state and federal regulatory approvals.

This transaction should not cause an interruption of service. You will receive the same or better rates, features, terms and conditions of service, and will continue to enjoy top quality services with performance that meets or exceeds that of the services you currently have. The transaction between ICG and Z-Tel has been structured such that customers should not be charged any carrier-change charges. If, however, such a charge does appear on a bill from another local telephone company as a result of the transfer of your service to Z-Tel, please call Z-Tel's customer service department toll-free at 1-877-ASK-ZTEL and they will reimburse you or credit your account accordingly.

Balances owed for services prior to the transition will remain payable to ICG. Any charges after the transition will be billed and payable to Z-Tel. ICG and Z-Tel have put in place audits to ensure the accurate distribution of any remittance received during and immediately following this transition, but ask for your help to ensure funds are separated and sent to the appropriate billing company based upon the invoices you receive.

You may choose another provider for your local and long distance other than Z-Tel. Customers who wish to choose another telephone provider will need to contact that carrier by at least January 13, 2004. Please note that if you are a customer of ICG on the date of the transfer and your new provider has not informed ICG that you have made arrangements on your own to switch to a telephone company other than Z-Tel, your account will automatically be transferred and Z-Tel.

Please note that any long distance "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer to another long distance carrier will be over-ridden for purposes of this transaction, and will need to be reinstated by you after the transfer is complete.

Any questions you may have regarding your current services can be addressed by calling ICG's customer service department at 1-888-424-4440. You may also contact Z-Tel's customer service department to learn more about Z-Tel and its service offerings prior to the transfer by calling its toll-free number at 1-877-ASK-ZTEL or by visiting their web site at [www.ztel.com](http://www.ztel.com). Any service orders or complaints you may have prior to the transfer should be addressed to ICG, while any service orders or complaints you may have during or after the transfer may be directed to Z-Tel.

Z-Tel looks forward to continuing to provide you with quality service for many years to come. In the meantime, if you have specific questions about this notice, please contact ICG at 1-888-424-4440.

Sincerely,

ICG Telecom Group, Inc.

Z-Tel Communications, LLC

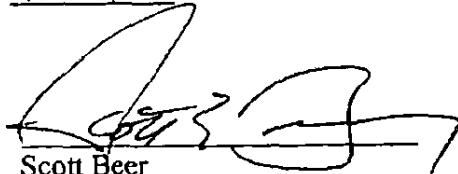
## **Verifications**

## VERIFICATION

I, Scott Beer, state that I am Business & Government Affairs Director for ICG Telecom Group, Inc., Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of ICG Telecom Group, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the statements in the foregoing document with respect to ICG Telecom Group, Inc. are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 23, 2003, at 10:30 AM.

A handwritten signature in black ink, appearing to read 'Scott Beer', is written over a horizontal line.

Scott Beer  
Business & Government Affairs Director  
ICG Telecom Group, Inc

## VERIFICATION

I, Tim Seat, state that I am Vice President Regulatory Affairs of Z-Tel Communications, Inc., Applicant in the foregoing Application, that I am authorized to make this Verification on behalf of Z-Tel Communications, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the statements in the foregoing document with respect to Z-Tel Communications, Inc. are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 2, 2003, at 2:15 p.m.

A handwritten signature in black ink, appearing to be 'TS' with a stylized flourish at the end, positioned above a horizontal line.

Tim Seat  
Vice President Regulatory Affairs  
Z-Tel Communications, Inc.